

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING DEBTORS TO FILE CERTAIN EXHIBITS TO AMENDED AND
RESTATED GLOBAL SETTLEMENT AGREEMENT AND MASTER RESTRUCTURING
AGREEMENT WITH GENERAL MOTORS CORPORATION UNDER SEAL

("GSA AND MRA SEALING ORDER")

Upon the ex parte application, dated September 12, 2008 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an Order (this "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Certain Exhibits To Amended And Restated Global Settlement Agreement (the "Amended GSA") And Master Restructuring Agreement (the "Amended MRA") With General Motors Corporation ("GM") Under Seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application covers commercial information appropriately subject to protection under 11 U.S.C. § 107(b) and need be provided; and this Court having determined, having reviewed the exhibits covered by the Application, that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file the exhibits to the Amended GSA and the Amended MRA listed on Attachment 1 hereto (the "Exhibits") under seal.
3. The Exhibits (and any information derived therefrom) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the United States Trustee for the Southern District of New York, (b) counsel to the official committee of unsecured creditors, and (c) such other parties as may be ordered by this Court after imposition of appropriate confidentiality restrictions or as may be agreed to in writing by the Debtor.
4. Except as otherwise agreed to by the Debtors, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Exhibits shall be filed under seal and served only on those parties authorized to receive the Exhibits as provided for in paragraph 3 of this Order.
5. This Court retains jurisdiction to enforce this Order and the confidentiality of the Exhibits and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York
September 15, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Attachment 1

Exhibits To Amended MRA And Amended GSA To Be Filed Under Seal

Amended GSA

Exhibit E	Letter Agreement dated May 12, 2008 Among Delphi and GM Regarding Procedure for Payment of Buy-Down Payments
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Amended MRA

Exhibit 1.24	Assumed Liabilities
Exhibit 1.175	Retained Liabilities
Exhibit 1.178	Excluded Saginaw Assets
Exhibit 1.187	Separation Costs
Exhibit 3.01(a)(i)	Outstanding GM Purchase Orders
Exhibit 3.01(b)	Recently Awarded Business
Exhibit 3.01(b)(i)	Booked Business Pricing to Be Agreed
Exhibit 3.02	Contract Extensions
Exhibit 3.03(a)	Changes in Manufacturing Location
Exhibit 3.07	New Business Awards
Exhibit 3.08(a)	FOP Programs
Exhibit 3.08(b)	First Opportunity Process
Exhibit 3.12	Sites That Are on New Business Hold As of September 11, 2008
Exhibit 3.14	ROLR
Exhibit 4.02(b)	Form of Monthly Invoice for the Aggregate Amount of the Applicable Cash Burn Percentage of Production Cash Burn Incurred at all Support Facilities
Exhibit 4.02(i)	Letter from Bill Hurles, of GM, to Jeff Paprocki, of Delphi, dated February 1, 2007
Exhibit 6.01	Access Agreement Term Sheet